

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):  
November 13, 2002

SIMON PROPERTY GROUP, INC.

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(Exact name of registrant as specified in its charter)

Delaware ----- (State or other jurisdiction of incorporation)	001-14469 ----- (Commission File Number)	046268599 ----- (IRS Employer Identification No.)
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115 West Washington Street, Indianapolis, Indiana 46204  
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(Address of principal executive offices and zip code)

(317) 636-1600  
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(Registrant's telephone number, including area code)

Not Applicable  
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(Former name or address, if changed since last report)

Item 5. Other Events.  
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On November 13, 2002, Simon Property Group, Inc. (the "Company") announced that it had sent a letter to the Board of Directors of Taubman Centers, Inc., a Michigan corporation ("Taubman"), proposing to acquire the outstanding shares of common stock of Taubman for \$17.50 per share in cash. A copy of the press release is attached as an exhibit hereto and is incorporated by reference herein.

On November 13, 2002, the Company made available certain materials related to the proposed offer to Taubman on its website, located under the corporate information tab at [www.shopsimon.com](http://www.shopsimon.com). A copy of those materials is attached as an exhibit hereto and is incorporated by reference herein.

Item 7. Financial Statements and Exhibits.  
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(a) Financial statements of businesses acquired.

Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Exhibits.

99.1 Press Release, dated November 13, 2002.

99.2 Materials Regarding Proposed Offer, dated November 13, 2002.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

SIMON PROPERTY GROUP, INC.

Date: November 13, 2002

By: /s/ James M. Barkley  
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Name: James M. Barkley  
Title: Secretary

EXHIBIT INDEX

Exhibit -----	Description -----
99.1	Press Release, dated November 13, 2002.
99.2	Materials Regarding Proposed Offer, dated November 13, 2002.

FOR IMMEDIATE RELEASE

## CONTACTS:

Investors	Media
Shelly Doran	George Sard/Paul Caminiti/Hugh Burns
Simon Property Group, Inc.	Citigate Sard Verbinnen
317/685-7330	212/687-8080

SIMON PROPOSES ALL-CASH OFFER  
TO ACQUIRE TAUBMAN FOR \$17.50 PER SHARE

Price Is Higher Than Taubman Shares Have Ever Traded  
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INDIANAPOLIS, November 13, 2002 - Simon Property Group, Inc. (NYSE: SPG) today made a written offer to acquire Taubman Centers, Inc. (NYSE: TCO) for \$17.50 per share in cash, a substantial current premium and a price higher than Taubman Centers shares have ever traded. The letter sent today to the Board of Directors of Taubman Centers by David Simon, Chief Executive Officer of Simon Property Group, follows:

Dear Members of the Board of Directors:

As you may know, we recently made a written offer to Robert S. Taubman to pay \$17.50 in cash for each share of Taubman Centers, Inc. (the "Company") common stock. Our all-cash offer would deliver to all Taubman shareholders a substantial premium -- approximately 18% above yesterday's closing price and 30% above the price on the day we initially made our offer -- and it exceeds the highest price at which Taubman shares have ever traded. Our offer represents a compelling strategic and financial transaction that would produce substantial and immediate value for all of your shareholders. We can move quickly since our offer is not subject to the receipt of financing or any due diligence investigation of the Company.

On several occasions, we have communicated our offer to Mr. Taubman and suggested that we have an opportunity to discuss it with the members of Taubman's board of directors. We wrote Mr. Taubman on October 16, 2002, to request a meeting to present our offer. He refused to meet. On October 22, 2002, we again wrote Mr. Taubman, this time setting forth the basic terms of our offer. Once again, he refused even to have a discussion, writing to us on October 28, 2002, that "the Company has no interest whatsoever in pursuing a sale transaction...."

We are dismayed that Mr. Taubman continues in his refusal even to discuss our offer - or indeed any sale transaction, particularly in light of the fact that we have expressed a willingness to be very flexible with respect to the structure of the proposed transaction. The offer is not conditioned upon any participation by the Taubman family. Instead we have agreed to accommodate any desire by the Taubman family to retain its economic interest in the Taubman Realty Group Limited Partnership, or, at their option, to participate in the transaction, and receive either cash or equivalent value for their existing partnership interests by exchanging them on a tax efficient basis for partnership interests in the Simon operating partnership.

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Since the Taubman family can choose to (1) retain its current Taubman partnership units, (2) convert into Simon partnership units, or (3) sell for cash, we can only conclude that Mr. Taubman's refusal even to discuss our offer reflects the Taubman family's desire not to permit the Company to be sold under any circumstances. While it is entirely appropriate for the Taubman family to retain the right to choose between various options with respect to the treatment of its own partnership units, it is improper for these insiders to prevent public shareholders from choosing to receive a premium for their shares.

Mr. Taubman apparently believes the Taubman family is not accountable to the public shareholders because of the family's claimed blocking position - via the Series B preferred stock - which was surreptitiously issued in a "restructuring" transaction many years after the Company's initial public offering without either proper disclosure or a shareholder vote. We question both the propriety and validity of a transaction which attempts to transfer to the Taubman family control and a permanent veto over material decisions that rightfully belong to

the public shareholders of Taubman - such as an all-cash, premium offer to acquire the Company.

The effect of the Series B preferred stock, for which the Taubman family paid a total of only \$38,400.00, is to disenfranchise the public shareholders. This entrenchment device is a permanent corporate governance defect embedded in the Company's structure - and it continues to hurt the public shareholders. Indeed, between the time the Series B shares were issued to the Taubman family in 1998 and our October 22 offer letter, the price of Taubman common shares has fallen by 4%.

We understand that the obstacles created in the governance structure by the Taubman family, at the expense of the public shareholders, are significant. However, with the cooperation of the Board of Directors, acting as fiduciaries for the common shareholders, we believe these obstacles are surmountable. We also trust that undisclosed economic or governance burdens have not been, and will not be, imposed on Taubman in response to our offer or otherwise.

We hope the Board will agree with us that our offer provides an excellent opportunity for Taubman shareholders to realize immediate liquidity and full value for their shares to an extent not likely to be available to them in the marketplace or in any alternative transaction. At a time when good corporate governance is particularly important to investors, we seek your help in restoring the rights of the public shareholders of Taubman.

We prefer to complete this acquisition through a negotiated transaction. We stand ready to make a detailed presentation of our offer to the Board and to answer any questions you may have.

Very truly yours,

David Simon  
Chief Executive Officer

\* \* \*

Shareholders may visit the corporate information tab on [www.shopsimon.com](http://www.shopsimon.com) for additional information regarding Simon's proposed offer to acquire Taubman.

About Simon  
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Headquartered in Indianapolis, Indiana, Simon is a real estate investment trust engaged in the ownership and management of income-producing properties, primarily regional malls and community shopping centers. Through its subsidiary partnerships, it currently owns or has an interest in 249 properties containing an aggregate of 185.8 million square feet of gross leasable area in 36 states, as well as eight assets in Europe and Canada and ownership interests in other real estate assets. Additional Simon information is available at [www.shopsimon.com](http://www.shopsimon.com)

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This news release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell any Taubman shares, and is not a solicitation of a proxy.

Forward-looking statements  
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This release contains some forward-looking statements as defined by the federal securities laws which are based on our current expectations and assumptions, which are subject to a number of risks and uncertainties that could cause actual results to differ materially from those anticipated, projected or implied. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

November 2002

SIMON (TM)

Proposed All-Cash Offer to  
Acquire Taubman Centers, Inc.

Forward Looking Statement

Estimates of future FFO, EBITDA, revenue and synergies are, and certain other matters discussed herein may be, deemed forward-looking statements within the meaning of the federal securities laws. Although we believe the expectations reflected in any forward-looking statements are based on reasonable assumptions, we can give no assurance that our expectations will be attained, and it is possible that our actual results may differ materially from those indicated by these forward-looking statements due to a variety of risks and uncertainties. Those risks and uncertainties include, but are not limited to, the national, regional and local economic climate, competitive market forces, changes in market rental rates, trends in the retail industry, the inability to collect rent due to the bankruptcy or insolvency of tenants or otherwise, and changes in market rates of interest.

These materials are for informational purposes only and are not an offer to buy or the solicitation of an offer to sell any Taubman shares, and are not a solicitation of a proxy.

Transaction Rationale

- >> Simon's \$17.50 per share all-cash offer is financially compelling and will produce substantial and immediate value for all Taubman shareholders
  
- >> Strategic acquisition of Taubman would further enhance Simon's position as the nation's premier owner and manager of shopping malls



A Compelling Transaction For Taubman

- >> \$17.50 offer exceeds Taubman's all-time high
  - 30% premium over Taubman price when 10/22 offer letter sent
  - 18% current premium over Taubman price on 11/12
  - 10% premium over highest-ever closing price of Taubman shares
  - Above every Wall Street estimate of Taubman's NAV
  - Compelling premium to other public REIT acquisitions
- >> Offer not contingent on financing or due diligence
- >> Complete flexibility for Taubman family:
  - Retain Taubman partnership units, or
  - Convert at \$17.50 value to Simon partnership units, or
  - Sell for cash

A Compelling Opportunity For Simon

- >> Taubman has outstanding portfolio of properties
- >> Despite high-quality assets, Taubman has underperformed for shareholders
  - Constantly shifting business and financing strategies
  - Balance sheet constraints
  - Underperforming new developments
  - Flawed corporate governance
- >> Simon is uniquely positioned to generate more cash flow from Taubman's high-quality assets

Taubman's Failure To Create Shareholder Value

Since 1998 "restructuring" -- which improperly created blocking position for Taubman Family -- TCO stock has declined 4%

[GRAPH]

The graph depicts the share price of the common stock of Taubman Centers, Inc. beginning on September 30, 1998 and ending on October 22, 2002.

EDGAR representation of data points used in printed graphic:

Date	Share Price
- ----	-----
9/30/98	\$14.00
10/22/02	\$13.50

Performance of TCO shares from effective date of entrenching transaction (9/30/98) through date Simon sent written offer to Taubman (10/22/02)

Simon Can Unlock Value of Taubman Assets

- >> As the nation's premier owner and manager of shopping malls, Simon can improve Taubman's portfolio:
  - Increase occupancy
  - Reduce operating costs
  - Generate ancillary revenue streams
- >> Simon has a strong balance sheet and access to lower-cost capital
- >> Simon has demonstrated track record of acquiring and assimilating high-quality properties efficiently and profitably
- >> Simon can stabilize Taubman's new developments

Enhance Simon's Nationwide Portfolio

- >> Taubman properties are an excellent geographic fit with Simon's existing portfolio
- >> Fortifies presence in key East and West coast markets
- >> Further enhances Simon portfolio with franchise assets, including The Mall at Short Hills, Cherry Creek Mall and Beverly Center

Builds on Simon's Market Leadership

- >> Creates portfolio unequaled in quality and depth
- >> Combined company pro forma will have:
  - \$25 billion total enterprise value
  - \$2.5 billion total consolidated revenue \*
  - \$2.0 billion annualized EBITDA \*

\* 2002 projected

Creates Value for Simon Shareholders

>> Transaction expected to be approximately 4-5% accretive to Simon's FFO per share in Year One

>> We expect to:

- Increase occupancy
- Utilize Simon's leasing strength
- Increase revenues through Simon Brand Ventures marketing initiatives
- Generate ancillary revenues through Simon Business Network programs
- Implement Simon's more robust cart and kiosk program
- Benefit from Simon's lower cost of capital
- Reduce operating costs

Simon Ready To Proceed

- >> No due diligence required
- >> No financing contingency
- >> Transaction can be completed with existing Simon \$1.25B corporate credit facility
- >> Simon will arrange permanent financing consistent with past acquisitions, current capital structure, and current credit ratios



[CHART]

The chart is a depiction of the ownership structure controlling the Taubman assets prior to September 30, 1998, which is as follows: The Taubman family holds 7% of the voting stock of Taubman Centers, Inc. ("TCO"), while non-Taubman family shareholders holds 93% of the voting stock of TCO. TCO, in turn, owns a partnership interest in Taubman Realty Group Partnership ("TRG"), which controls the Taubman assets. In addition to TCO, the Taubman family and the GM Pension Trusts own partnership interests in TRG. TRG is governed by a 13 member partnership committee, to which TCO has the right to designate 5 independent members, the Taubman family has the right to designate 4 members and the GM Pension Trusts have the right to designate 4 members.

>> Assets governed by majority vote of 13-member Partnership Committee

>> Taubman Family had only 4 of 13 seats - NO blocking position

[CHART]

The chart is a depiction of the ownership structure controlling the Taubman assets after September 30, 1998, which is as follows: The Taubman family holds 36% of the voting stock of TCO, while non-Taubman family shareholders hold 64% of the voting stock of TCO. TCO, in turn, owns a partnership interest in TRG, which controls the Taubman assets. In addition to TCO, the Taubman family (but not the GM Pension Trusts) owns partnership interests in TRG. TRG is no longer governed by the 13 member partnership committee.

- >> Assets now governed by 2/3 vote of TCO shareholders
- >> Series B shares issued to Taubman Family for total of \$38,400.00
- >> Series B gives Taubman Family blocking position with 36% of vote  
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Taubman Has Disenfranchised Shareholders

Board Can't Waive Excess Share Provision in Taubman Charter

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Charter Amendments Require 2/3 Shareholder Vote

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Series B Preferred Shares Give Taubman Family 36% of Vote

+

B Shares Issued Without Shareholder Vote or Proper Disclosure

+

Taubman Family Paid Only \$38,400.00 For Blocking Position

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Permanent Corporate Governance Defect

Taubman Shareholders Must Speak Up

- >> Simon prefers to complete acquisition through negotiated transaction
- >> Family's blocking position improperly obtained -- egregious corporate governance defect should not keep Taubman shareholders --- from premium offer
- >> Corporate governance obstacles are surmountable if Board upholds fiduciary duty to common shareholders
- >> Tell Board you support our \$17.50 per share cash offer